

EXHIBIT C

Kurz Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

**DECLARATION OF STEPHEN J. KURZ IN SUPPORT OF DEBTORS' MOTION FOR
AN ORDER AUTHORIZING FTX TRADING LTD. TO ENTER INTO, AND PERFORM
ITS OBLIGATIONS UNDER, THE INVESTMENT SERVICES AGREEMENT**

I, Stephen J. Kurz, hereby make this declaration (this "Declaration") under penalty of perjury pursuant to 28 U.S.C. § 1746 and state as follows:

1. I am the Global Head of Asset Management of Galaxy Digital Capital Management LP ("Galaxy Asset Management"), a global asset management platform offering a suite of institutional-grade investment vehicles that span active, passive and venture strategies. I am duly authorized to make this Declaration on behalf of Galaxy Asset Management and submit this Declaration in support of the Debtors' Motion (the "Motion") for entry of an order (the "Order"), pursuant to sections 105(a) and 363(b) of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (as amended, the "Bankruptcy Code") and rule 6004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing FTX Trading's entry into, and performance of its obligations under, the Investment Services Agreement with Galaxy Asset Management dated as of August 23, 2023 (including the Guaranty by Galaxy Digital Holdings

¹ The last four digits of FTX Trading Ltd.'s and Alameda Research LLC's tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.ra.kroll.com/FTX>. The principal place of business of Debtor Emergent Fidelity Technologies Ltd is Unit 3B, Bryson's Commercial Complex, Friars Hill Road, St. John's, Antigua and Barbuda.

LP attached to the Investment Services Agreement as Exhibit B, all appendices and exhibits thereto and as may be amended, modified or supplemented from time to time, the “Agreement”).² Except as otherwise noted, I have personal knowledge of the matters set forth herein and, if called as a witness, I would testify thereto. Certain of the disclosures set forth herein relate to matters within the knowledge of other employees of Galaxy Asset Management and are based on information provided by them.

Galaxy Asset Management’s Qualifications

2. Galaxy Asset Management has extensive experience in areas relevant to digital asset management and trading.

3. Galaxy Asset Management is an SEC-registered investment adviser, providing investors with access to the digital asset ecosystem via a diverse suite of institutional-grade investment vehicles that span passive, active and venture strategies. Galaxy Asset Management’s passive strategies consist of single- and multi-asset private funds in the United States, as well as a suite of spot crypto exchange-traded products with a leading asset manager in Canada. Its active pillar seeks to offer investors diversified, lower-volatility and risk-managed access to the current and next generation of liquid digital assets via a long-biased strategy. Galaxy Asset Management’s venture strategies are organized around two investment themes: Interactive Ventures and Crypto Ventures. Founded in 2018, Galaxy Interactive is Galaxy Asset Management’s sector-focused venture arm, managing client capital across three funds. Galaxy Asset Management’s Crypto Ventures sleeve invests client capital across two global, multi-manager venture funds and manages the firm’s balance sheet venture investments. Galaxy Asset

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Investment Services Agreement.

Management's operating business is supported by a firm-wide research team, as well as dedicated finance, operations, legal, compliance, marketing and human resources functions.

4. I am the Global Head of Asset Management at Galaxy Asset Management and a member of Galaxy's founding team. In addition, I am a member of the firm's management committee and serve as chair of its Environmental, Social and Governance Steering Committee. Before joining the firm, I co-founded Outer Realm, an enterprise-focused immersive software company that was sold in 2022. Previously, I was a Principal and Head of Business Development at River Birch Capital, where I led global capital formation efforts. Prior to that, I was a Vice President at Fortress Investment Group, where I held strategy, product specialist and capital formation roles in New York and Singapore. I started my career as a Capital Markets Analyst in the Fixed Income Division of Lehman Brothers. I hold a B.A. in Economics from Cornell University. I also serve as a Term Member of the Council on Foreign Relations.

5. I will be assisted in the supervision of this engagement by my colleagues, Christopher Rhine, CFA, and Paul Cappelli. Mr. Rhine is Head of Liquid Active Strategies, overseeing Galaxy Asset Management's liquid active crypto strategies. He brings over 20 years of investment experience, most recently at Cohen & Steers, where he served as Head of Thematic Strategies, including Digital Infrastructure, Global Logistics and Sustainable Resources strategies. He was also Head of Natural Resource Equities and a Portfolio Manager on the Global Listed Infrastructure team. Prior to Cohen & Steers, Christopher worked at BlackRock as an analyst and a Portfolio Manager on the firm's Global Opportunities team. He has an MBA from New York University and a B.S. in Computer Information Systems from Drexel University.

6. Paul Cappelli is Head of Passive Strategies, overseeing all of Galaxy Asset Management's passively managed funds and day-to-day management of the portfolios. Prior to Galaxy Asset Management, Paul was a Director of Fixed Income at State Street Global Advisors, working in Capital Markets for its ETF Business. Prior to that, he was a Director in High Yield sales and trading at Oppenheimer. Paul started his career at HSBC as a Foreign Exchange Analyst before spending nearly 10 years at Citigroup in Fixed Income sales and trading. Paul holds a B.A. in Political Science from the University of Notre Dame.

7. Galaxy Asset Management is well-qualified and able to provide digital asset management and trading services to the Debtors in a cost-effective, efficient and timely manner.

Services to Be Provided

8. The Debtors have hired Galaxy Asset Management pursuant to the terms and conditions set forth in the Investment Services Agreement. A copy of the Investment Services Agreement is attached to the Motion as Exhibit B.

9. Pursuant to the Investment Services Agreement, Galaxy Asset Management will provide the following services, among others (collectively, the "Services"): ³

- In executing its responsibilities under the Investment Program, Galaxy Asset Management shall have the authority and responsibility, under the supervision of the Debtors' Board and Representatives, to:
 - cause the Account to buy, sell, swap, redeem, manage, stake, hold, exchange, convert and otherwise trade in any and all financial instruments (including, without limitation, digital assets, swaps, options, futures contracts, commodities and forward contracts and derivatives) as Galaxy Asset Management may select, including engaging to the extent necessary and

³ Any summaries contained herein are provided for the convenience of the Court and parties-in-interest. To the extent that there is any conflict between this Motion and the Investment Services Agreement, the Investment Services Agreement shall govern in all respects.

prudent (in the judgment of Galaxy Asset Management) with respect to such financial instruments, utilizing such financial instruments in accordance with the express objectives of the Board;

- provide advice to the Board and its Representatives with respect to the Account, including recommendations concerning, and identification of, Assets;
 - monitor the Assets held in the Account;
 - determine from time-to-time which Liquidation Assets should be retained or sold and what contracts should be entered into by the Account, and perform any research or diligence related thereto as appropriate;
 - subject to the limitations set forth in the Investment Services Agreement, exercise all rights, powers, privileges and other incidents of ownership or possession with respect to the Assets held in the Account;
 - supervise the preparation and review of all documents required to complete any investment by the Account;
 - act on behalf of the Account in all matters necessary or incidental to the management of the Assets held in the Account; and
 - provide strategic and financial planning to FTX Trading and its Representatives, including advice on utilization of any Assets held in the Account. (*See* ISA § 4(a)(i)-(viii).)
- To the extent requested by the Board or its Representatives, providing support services to the Account, including certain administrative, accounting, client services and other appropriate services, including:
 - subject to the terms of the Investment Services Agreement, to the extent advisable or requested by FTX Trading or its Representatives, select brokers, dealers, banks, counterparties and other intermediaries, including affiliates of Galaxy Asset Management, by or through whom any transactions will be executed or carried out and open, maintain and close accounts with such entities on behalf of the Account;⁴

⁴ As described in the Investment Services Agreement, Galaxy Asset Management may only select Galaxy Digital Trading Cayman LLC or any of its affiliates (a “Galaxy Trading Partner”) as a trading partner for a Transaction if the obligations of the Galaxy Trading Partner in connection with such Transaction are guaranteed by Galaxy

- subject to the terms of the Investment Services Agreement, enter into and execute agreements, make payments and incur obligations on behalf of the Account in furtherance of Galaxy Asset Management's duties thereunder; and
- provide general administrative and operational services to the Account. (*See* ISA § 4(b)(i)-(iii).)
- Decisions (a) to select trading intermediaries or counterparties and (b) for negotiation of commission rates or other compensation for trading intermediaries or counterparties. (*See* ISA § 4(c)(i).)
- Providing testimony as required in connection with the Court's review of this Motion and the Coin Management and Monetization Motion (together, in each case, with the declarations in support thereof). (*See id.*)
- Providing general market commentary as Galaxy Asset Management deems appropriate. (*See* ISA § 4(c)(ii).)

Benefits of an Investment Adviser

10. I believe that if the Debtors were to directly request quotes from and execute sales with over-the-counter market makers, they would “tip off” the broader market, (and move the market price of the Digital Assets against their interest). This is known as “information leakage.” Galaxy Asset Management has strategic expertise in conducting sales while minimizing such “information leakage.”

Galaxy Asset Management's Fiduciary Duties

11. Galaxy Asset Management is obligated to discharge its fiduciary duties to FTX Trading and the Debtor Beneficiaries and exercise each of its powers under the Investment Services Agreement consistent with the care, skill and diligence that Galaxy Asset Management applies in its capacity as a registered investment adviser to third-party investment funds and other clients. As a fiduciary, Galaxy Asset Management has a fundamental obligation to act in

Digital Holdings LP, the ultimate parent of Galaxy Asset Management, Galaxy Trading and each of their affiliates.

the best interests of its asset management clients and to provide investment advice in its clients' best interests. It owes its clients a duty of undivided loyalty and utmost good faith and must employ reasonable care to avoid misleading clients and provide full and fair disclosure of all material facts to its clients and prospective clients. Among the obligations that flow from Galaxy Asset Management's fiduciary duty to FTX Trading and the Debtor Beneficiaries are the duties to (a) have a reasonable, independent basis for its investment advice; (b) obtain best execution (at least where Galaxy Asset Management is in a position to direct the execution of transactions); (c) ensure that its investment advice is suitable to FTX Trading's and the Debtor Beneficiaries' objectives, needs and circumstances; and (d) refrain from effecting personal transactions inconsistent with FTX Trading's or the Debtor Beneficiaries' interests.

12. In the ordinary course of its business, and in furtherance of its fiduciary duties, Galaxy Asset Management maintains a series of policies and procedures to ensure there are no conflicts that could impede the exercise of these fiduciary duties. Galaxy Asset Management's compliance team reviews potential conflicts of interest with respect to Galaxy Asset Management and its affiliates (collectively, the "Galaxy Group") and escalates any conflicts that may arise between business lines or within a business line, as necessary, to a Conflicts Committee, which consists of members of the compliance team and senior management. The Conflicts Committee then either adopts control or other policies to mitigate the conflict or decides not to proceed with the relevant transaction.

13. Additionally, at the time of employment, all employees are required to disclose their "Outside Business Activities," or "OBA," as required by applicable FINRA rules. Once employed, employees must seek and receive approval before engaging in any new OBA and must notify (and seek the approval of) the Chief Compliance Officer (the "CCO") if changes

are made to previously approved activities. Our compliance team evaluates each proposed activity and determines whether to authorize, impose conditions or limitations on or prohibit the activity. Our compliance team also evaluates whether the proposed activity is properly characterized as an OBA, including whether it should be treated as an outside securities activity under applicable FINRA rules. If an OBA is determined to be a securities transaction, the transaction is reviewed for potential conflicts by the relevant employee's manager and the CCO. If approved, the activity is subject to ongoing supervision. All employees must attest on a quarterly basis that their OBA reporting is current, and all employees must attend an annual compliance training where OBAs are discussed and employees are reminded of our policies and procedures.

14. Galaxy Asset Management has also instituted policies and procedures designed to monitor and prevent commingling of client assets. Galaxy Asset Management's sponsored funds and any separately managed client accounts hold OTC trading, custodial and bank accounts in their own names to ensure that assets of one fund or client account are not commingled with assets of other funds, client accounts or accounts of our affiliates.

15. Furthermore, Galaxy Digital LP ("GDLP"), Galaxy Asset Management's parent, has implemented policies and procedures on its behalf and on behalf of the Galaxy Group that are designed to prevent, detect and manage actual, potential or perceived conflicts of interest and breaches of information barriers. GDLP maintains a "restricted list," which is applied across the Galaxy Group and includes companies for which a Galaxy Group entity or its personnel may be in possession of, or are likely to come into possession of, material non-public information through some form of engagement or involvement. When a company is placed on the restricted list, trading in the securities or other instruments of such company will be prohibited either on a

principal or agency basis, absent authorization from the CCO, until that company is removed from the restricted list.

16. GDLP's policies and procedures are also designed to prevent the unauthorized sharing of material non-public information from Galaxy Group business areas that are authorized to receive such information with business areas that are not. GDLP has established information barriers to restrict, manage and control the flow of confidential information between the various Galaxy Group business entities and outside parties, including affiliates and different business units (and at times within these business units). Information barriers may include, but are not limited, to: (a) use of separate legal entities to conduct our business; (b) any physical arrangements, such as those relating to any restriction of access to technology and/or certain areas of the company's premises and operations; (c) the segregation of electronic and other data; (d) the segregation of duties and reporting lines; (e) ongoing surveillance of electronic communication; and (f) policies and procedures designed to manage confidential information and to control, prevent and monitor the transmission of confidential information across Galaxy Group business units or affiliates. Galaxy Asset Management and its employees that work on this engagement will adhere to the information barrier policies identified in the Investment Services Agreement in carrying out the assignments contemplated hereunder to prevent any unauthorized use or disclosure of the Debtors' confidential information.

17. I have read the Motion and, to the best of my knowledge, information and belief, the contents of the Motion are true and correct.

18. Galaxy Asset Management reserves the right to supplement this Declaration in the event that Galaxy Asset Management discovers any facts bearing on the matters described herein.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: August 23, 2023
New York, New York

Respectfully submitted,

/s/ Stephen J. Kurz

Stephen J. Kurz
Managing Director and Global Head of
Asset Management
Galaxy Digital Capital Management LP